

**THE
GREENBRIER
COMPANIES**

RECEIVED
SURFACE TRANSPORTATION
BOARD

JUL 22 10 43 AM '97

The Greenbrier Companies, Inc.

One Centerpointe Drive Suite 200
Lake Oswego Oregon 97035
503 684 7000 Fax 503 684 7553

July 21, 1997

RECORDATION NO. 20780 FILED

JUL 22 '97 10-43 AM

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street, N.W., Room 704
Washington, D.C. 20423-0001



Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301 are three (3) fully executed and acknowledged originals and two (2) photocopies of a Loan, Mortgage and Security Agreement dated July 10, 1997, a primary document as defined in the Commission's Rules for the Recordation of Documents, 49 C.F.R. Section 1177.

The names and addresses of the parties to the enclosed document are:

Secured Party: TrentonWorks Limited
Main Street, P.O. Box 130
Trenton, Nova Scotia B0K 1X0
Canada

Borrower: Flex Leasing Corporation
234 Front Street, Suite 300
San Francisco, CA 94111

A description of the railroad equipment covered by the enclosed document is set forth below:

To secure all obligations of the Borrower under a certain Promissory Note, Borrower hereby assigns to Secured Party all of Borrower's rights, title and interests in, whether now existing or hereafter arising, and grants to Secured Party a security interest in one hundred seventy-five (175) newly built 50'6" Plate "F" Boxcars (XP) manufactured by TrentonWorks Limited and bearing car marks and numbers LW 9000 through LW 9174, inclusive, together with all improvements, replacements, substitutions accessories and additions thereto, plus that certain Master Car Lease Agreement dated July 3, 1997 by and between Debtor, as Lessor, and Springfield Terminal Railway Company, as Lessee, regarding the

Mr. Vernon A. Williams
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above railcars; and all accounts, contracts, contract rights, documents and instruments related to said Master Car Lease and the railcars.

Also enclosed is a payment of \$24 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document not needed to the undersigned.

A short summary of the enclosed primary document to appear in the Commission's Index is:

Loan, Mortgage and Security Agreement dated as of July 10, 1997, between Flex Leasing Corporation, Borrower, and TrentonWorks Limited, Secured Party to secure all obligations of the Borrower under a certain Promissory Note, Borrower hereby assigns to Secured Party all of Borrower's rights, title and interests in, whether now existing or hereafter arising, and grants to Secured Party a security interest in one hundred seventy-five (175) newly built 50'6" Plate "F" Boxcars (XP) manufactured by TrentonWorks Limited and bearing car marks and numbers LW 9000 through LW 9174, inclusive, together with all improvements, replacements, substitutions accessories and additions thereto, plus that certain Master Car Lease Agreement dated July 3, 1997 by and between Debtor, as Lessor, and Springfield Terminal Railway Company, as Lessee, regarding the above railcars; and all accounts, contracts, contract rights, documents and instruments related to said Master Car Lease and the railcars.

If you have any questions, please do not hesitate to call us.

Sincerely,



Janet E. Johnston
Assistant to the
Executive Vice President

jej
Enclosure

cc: Robert W. Alvord, Esq.

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10-43 AM

MEMORANDUM OF LOAN, MORTGAGE AND SECURITY AGREEMENT

BETWEEN

TRENTONWORKS LIMITED ("SECURED PARTY")

AND

FLEX LEASING CORPORATION ("BORROWER")

JULY 10, 1997

Memorandum of a Loan, Mortgage and Security Agreement made and entered into as of July 10, 1997, by and between TrentonWorks Limited, a Nova Scotia, Canada corporation, ("Secured Party") and Flex Leasing Corporation, a Delaware corporation ("Borrower").

WITNESSETH:

To secure all obligations of the Borrower under a certain Promissory Note, Borrower hereby assigns to Secured Party all of Borrower's rights, title and interests in, whether now existing or hereafter arising, and grants to Secured Party a security interest in one hundred seventy-five (175) newly built 50'6" Plate "F" Boxcars (XP) manufactured by TrentonWorks Limited and bearing car marks and numbers LW 9000 through LW 9174, inclusive, together with all improvements, replacements, substitutions accessories and additions thereto, plus that certain Master Car Lease Agreement dated July 3, 1997 by and between Debtor, as Lessor, and Springfield Terminal Railway Company, as Lessee, regarding the above railcars; and all accounts, contracts, contract rights, documents and instruments related to said Master Car Lease and the railcars.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date and year first above written.

TRENTONWORKS LIMITED

By: Norris M. Webb
Title: Vice President
Date: 7/21/97

FLEX LEASING CORPORATION

By: DP Hayes
Title: President
Date: 7/18/97

STATE OF OREGON

)

) ss.

COUNTY OF CLACKAMAS

)

On this ____ day of _____, 1997, before me personally appeared Norriss M. Webb, to me personally known, who being by me duly sworn, says that he is the Vice President of TrentonWorks Limited that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

NOTARY PUBLIC

My commission expires: 5/28/98

STATE OF

California

)

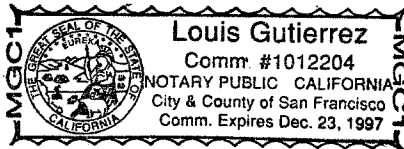
) ss.

COUNTY OF

San Francisco

)

On this 18th day of July, 1997, before me personally appeared DESMOND HAYES, to me personally known, who being by me duly sworn, says that he is the PRESIDENT of Flex Leasing Corporation that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.



Louis Gutierrez
NOTARY PUBLIC

My commission expires: 12/23/97